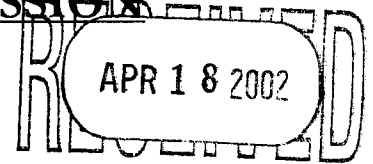


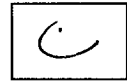
ARIZONA CORPORATION COMMISSION
UTILITIES DIVISION

ARIZONA CORPORATION
COMMISSION



Director of Utilities

ANNUAL REPORT MAILING LABEL – MAKE CHANGES AS NECESSARY



W-03994A
CDC WICKENBURG WATER LLC
P O BOX 2199
PHOENIX AZ 85501

ANNUAL REPORT

FOR YEAR ENDING

| | | |
|----|----|------|
| 12 | 31 | 2001 |
|----|----|------|

FOR COMMISSION USE

| | |
|-------|----|
| ANN04 | 01 |
|-------|----|

Processed by:

4-19-02 cm

SCANNED

COMPANY INFORMATION

Company Name (Business Name) CDC Wickenburg Water, LLC

Mailing Address 3033 E. 1st Avenue Suite 810
(Street)

Denver CO 80206
(City) (State) (Zip)

303-370-0021 303-370-0027 N/A
Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address N/A

Local Office Mailing Address N/A
(Street)

(City) (State) (Zip)

N/A N/A
Local Office Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address N/A

MANAGEMENT INFORMATION

Management Contact: Donald E. Beauregard CFO-Cascades Denver Corp,
(Name) Sole member of CDC Wickenburg
Ranch, LLC Sole member of CDC
Wickenburg Water, LLC

3033 E. 1st Avenue Denver CO 80206
(Street) (City) (State) (Zip)

303-370-0021 303-370-0027
Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address don@hmbpartners.com

On Site Manager: N/A
(Name)

(Street) (City) (State) (Zip)

Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No. (Include Area Code)

Email Address

| | | | |
|-----------------------------------|-----------------------------|------------------------------------|-------|
| Statutory Agent: _____ | | N/A | |
| (Name) | | | |
| N/A | | N/A | |
| (Street) | (City) | (State) | (Zip) |
| N/A | | N/A | |
| Telephone No. (Include Area Code) | Fax No. (Include Area Code) | Pager/Cell No. (Include Area Code) | |
| Attorney: _____ | | | |
| Steve Wene (Moyes Storey) | | | |
| (Name) | | | |
| 3033 N. Central Ave Suite 1250 | | Phoenix | |
| (Street) | (City) | AZ | 85012 |
| 602-604-2200 | | 602-274-9135 | |
| Telephone No. (Include Area Code) | Fax No. (Include Area Code) | N/A | |
| | | Pager/Cell No. (Include Area Code) | |

OWNERSHIP INFORMATION

Check the following box that applies to your company:

- | | |
|---|---|
| <input type="checkbox"/> Sole Proprietor (S) | <input type="checkbox"/> C Corporation (C) (Other than Association/Co-op) |
| <input type="checkbox"/> Partnership (P) | <input type="checkbox"/> Subchapter S Corporation (Z) |
| <input type="checkbox"/> Bankruptcy (B) | <input type="checkbox"/> Association/Co op (A) |
| <input type="checkbox"/> Receivership (R) | <input checked="" type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Other (Describe) _____ | |

COUNTIES SERVED

Check the box below for the county/ies in which you are certificated to provide service:

- | | | |
|-------------------------------------|---|-----------------------------------|
| <input type="checkbox"/> APACHE | <input type="checkbox"/> COCHISE | <input type="checkbox"/> COCONINO |
| <input type="checkbox"/> GILA | <input type="checkbox"/> GRAHAM | <input type="checkbox"/> GREENLEE |
| <input type="checkbox"/> LA PAZ | <input type="checkbox"/> MARICOPA | <input type="checkbox"/> MOHAVE |
| <input type="checkbox"/> NAVAJO | <input type="checkbox"/> PIMA | <input type="checkbox"/> PINAL |
| <input type="checkbox"/> SANTA CRUZ | <input checked="" type="checkbox"/> YAVAPAI | <input type="checkbox"/> YUMA |
| <input type="checkbox"/> STATEWIDE | | |

COMPANY NAME

UTILITY PLANT IN SERVICE

| Acct. No. | DESCRIPTION | Original Cost (OC) | Accumulated Depreciation (AD) | O.C.L.D. (OC less AD) |
|--------------|---|-----------------------|-------------------------------------|--------------------------|
| 301 | Organization | | | |
| 302 | Franchises | | | |
| 303 | Land and Land Rights | | | |
| 304 | Structures and Improvements | | | |
| 307 | Wells and Springs | 2800 | 1858 | 942 |
| 311 | Pumping Equipment | 1647 | 1094 | 553 |
| 320 | Water Treatment Equipment | | | |
| 330 | Distribution Reservoirs and Standpipes | 10,548 | 2359 | 8189 |
| 331 | Transmission and Distribution Mains | 8785 | 5829 | 2956 |
| 333 | Services | | | |
| 334 | Meters and Meter Installations | | | |
| 335 | Hydrants | | | |
| 336 | Backflow Prevention Devices | | | |
| 339 | Other Plant and Misc. Equipment | | | |
| 340 | Office Furniture and Equipment | | | |
| 341 | Transportation Equipment | | | |
| 343 | Tools, Shop and Garage Equipment | | | |
| 344 | Laboratory Equipment | | | |
| 345 | Power Operated Equipment | | | |
| 346 | Communication Equipment | | | |
| 347 | Miscellaneous Equipment | | | |
| 348 | Other Tangible Plant | | | |
| | TOTALS | 23,780 | 11,140 | 12,640 |

This amount goes on the Balance Sheet Acct. No. 108

COMPANY NAME

CALCULATION OF DEPRECIATION EXPENSE FOR CURRENT YEAR

| Acct. No. | DESCRIPTION | Original Cost (1) | Depreciation Percentage (2) | Depreciation Expense (1x2) |
|--------------|--|----------------------|-----------------------------------|----------------------------------|
| 301 | Organization | | | |
| 302 | Franchises | | | |
| 303 | Land and Land Rights | | | |
| 304 | Structures and Improvements | | | |
| 307 | Wells and Springs | 2800 | 13% | 377 |
| 311 | Pumping Equipment | 1647 | 13% | 222 |
| 320 | Water Treatment Equipment | | | |
| 330 | Distribution Reservoirs and Standpipes | 10548 | 6% | 664 |
| 331 | Transmission and Distribution Mains | 8785 | 13% | 1182 |
| 333 | Services | | | |
| 334 | Meters and Meter Installations | | | |
| 335 | Hydrants | | | |
| 336 | Backflow Prevention Devices | | | |
| 339 | Other Plant and Misc. Equipment | | | |
| 340 | Office Furniture and Equipment | | | |
| 341 | Transportation Equipment | | | |
| 343 | Tools, Shop and Garage Equipment | | | |
| 344 | Laboratory Equipment | | | |
| 345 | Power Operated Equipment | | | |
| 346 | Communication Equipment | | | |
| 347 | Miscellaneous Equipment | | | |
| 348 | Other Tangible Plant | | | |
| | TOTALS | 23,780 | | 2445 |

This amount goes on Comparative Statement of Income and Expense Acct. No. 403.

BALANCE SHEET

| Acct. No. | | BALANCE AT BEGINNING OF YEAR | BALANCE AT END OF YEAR |
|--------------|---|------------------------------------|------------------------------|
| | ASSETS | | |
| | CURRENT AND ACCRUED ASSETS | | |
| 131 | Cash | \$ 1527 | \$ 374 |
| 134 | Working Funds | | |
| 135 | Temporary Cash Investments | | |
| 141 | Customer Accounts Receivable | | |
| 146 | Notes/Receivables from Associated Companies | | |
| 151 | Plant Material and Supplies | | |
| 162 | Prepayments | | |
| 174 | Miscellaneous Current and Accrued Assets | | |
| | TOTAL CURRENT AND ACCRUED ASSETS | \$ 1527 | \$ 374 |
| | FIXED ASSETS | | |
| 101 | Utility Plant in Service | \$ 23780 | \$23780 |
| 103 | Property Held for Future Use | | |
| 105 | Construction Work in Progress | 243,667 | 257,820 |
| 108 | Accumulated Depreciation – Utility Plant | | |
| 121 | Non-Utility Property | | |
| 122 | Accumulated Depreciation – Non Utility | (8695) | (11,140) |
| | TOTAL FIXED ASSETS | \$ | \$ |
| | TOTAL ASSETS | \$260279 | \$270834 |

NOTE: The Assets on this page should be equal to **Total Liabilities and Capital** on the following page.

BALANCE SHEET (CONTINUED)

| Acct. No. | | BALANCE AT BEGINNING OF YEAR | BALANCE AT END OF YEAR |
|--------------|---|------------------------------------|------------------------------|
| | LIABILITIES | | |
| | CURRENT LIABILITIES | | |
| 231 | Accounts Payable | \$ 245284 | \$ 258284 |
| 232 | Notes Payable (Current Portion) | | |
| 234 | Notes/Accounts Payable to Associated Companies | | |
| 235 | Customer Deposits | | |
| 236 | Accrued Taxes | | |
| 237 | Accrued Interest | | |
| 241 | Miscellaneous Current and Accrued Liabilities | | |
| | TOTAL CURRENT LIABILITIES | \$ 245284 | \$ 258284 |
| | LONG-TERM DEBT (Over 12 Months) | | |
| 224 | Long-Term Notes and Bonds | \$ | \$ |
| | DEFERRED CREDITS | | |
| 251 | Unamortized Premium on Debt | \$ | \$ |
| 252 | Advances in Aid of Construction | | |
| 255 | Accumulated Deferred Investment Tax Credits | | |
| 271 | Contributions in Aid of Construction | | |
| 272 | Less: Amortization of Contributions | | |
| 281 | Accumulated Deferred Income Tax | | |
| | TOTAL DEFERRED CREDITS | \$ | \$ |
| | TOTAL LIABILITIES | \$ 245284 | \$ 258284 |
| | CAPITAL ACCOUNTS | | |
| 201 | Common Stock Issued | \$ | \$ |
| 211 | Paid in Capital in Excess of Par Value | | |
| 215 | Retained Earnings | | |
| 218 | Proprietary Capital (Sole Props and Partnerships) | | |
| | TOTAL CAPITAL | \$ 14995 | \$ 12550 |
| | TOTAL LIABILITIES AND CAPITAL | \$ 260279 | \$ 270834 |

COMPARATIVE STATEMENT OF INCOME AND EXPENSE

| Acct. No. | OPERATING REVENUES | PRIOR YEAR | CURRENT YEAR |
|--------------|---|------------|--------------|
| 461 | Metered Water Revenue | \$ | \$ |
| 460 | Unmetered Water Revenue | | |
| 474 | Other Water Revenues | | |
| | TOTAL REVENUES | \$ | \$ |
| | | | |
| | OPERATING EXPENSES | | |
| 601 | Salaries and Wages | \$ | \$ |
| 610 | Purchased Water | | |
| 615 | Purchased Power | | |
| 618 | Chemicals | | |
| 620 | Repairs and Maintenance | | |
| 621 | Office Supplies and Expense | | |
| 630 | Outside Services | | |
| 635 | Water Testing | | |
| 641 | Rents | | |
| 650 | Transportation Expenses | | |
| 657 | Insurance – General Liability | | |
| 659 | Insurance - Health and Life | | |
| 666 | Regulatory Commission Expense – Rate Case | | |
| 675 | Miscellaneous Expense | | |
| 403 | Depreciation Expense | 3210 | 2445 |
| 408 | Taxes Other Than Income | | |
| 408.11 | Property Taxes | | |
| 409 | Income Tax | | |
| | TOTAL OPERATING EXPENSES | \$ 3210 | \$ 2445 |
| | | | |
| | OTHER INCOME/EXPENSE | | |
| 419 | Interest and Dividend Income | \$ | \$ |
| 421 | Non-Utility Income | | |
| 426 | Miscellaneous Non-Utility Expenses | | |
| 427 | Interest Expense | | |
| | TOTAL OTHER INCOME/EXP | \$ 3210 | \$ 2445 |
| | | | |
| | NET INCOME/(LOSS) | \$ (3210) | \$ (2445) |

COMPANY NAME

SUPPLEMENTAL FINANCIAL DATA

Long-Term Debt

| | LOAN #1 | LOAN #2 | LOAN #3 | LOAN #4 |
|------------------------|----------------|----------------|----------------|----------------|
| Date Issued | | | | |
| Source of Loan | | | | |
| ACC Decision No. | | | | |
| Reason for Loan | | | | |
| Dollar Amount Issued | \$ | \$ | \$ | \$ |
| Amount Outstanding | \$ | \$ | \$ | \$ |
| Date of Maturity | | | | |
| Interest Rate | | | | |
| Current Year Interest | \$ | \$ | \$ | \$ |
| Current Year Principle | \$ | \$ | \$ | \$ |

Meter Deposit Balance at Test Year End \$ _____

Meter Deposits Refunded During the Test Year \$ _____

COMPANY NAME

WATER COMPANY PLANT DESCRIPTION

WELLS

| ADWR ID Number | Pump Horsepower | Pump Yield (Gpm) | Casing Size (inches) | Meter Size (inches) |
|----------------|--------------------|---------------------|-------------------------|------------------------|
| 620730 | 15 | 60 | 12 | 555 |
| 620731 | 10 | 50 | 8 | 520 |
| 620732 | N/A | 160 | 8 | 625 |
| 620733 | N/A | 30 | 8 | 551 |
| 512754 | N/A | 150 | 8 | 895 |
| | | | | |

OTHER WATER SOURCES

| Name or Description | Capacity (gpm) | Gallons Purchased or Obtained (in thousands) |
|---------------------|-------------------|---|
| | | |
| | | |

TOTAL GALLONS PUMPED (NOT SOLD) THIS YEAR (thous.) = 2,999

| BOOSTER PUMPS | | FIRE HYDRANTS | |
|---------------|----------|-------------------|----------------|
| Horsepower | Quantity | Quantity Standard | Quantity Other |
| | | | |
| | | | |
| | | | |
| | | | |

| STORAGE TANKS | | PRESSURE TANKS | |
|---------------|----------|----------------|----------|
| Capacity | Quantity | Capacity | Quantity |
| | | | |
| | | | |
| | | | |
| | | | |

STATISTICAL INFORMATION

| | | |
|------------------------------|---|---------|
| Total number of customers | 1 | |
| Total number of gallons sold | 0 | gallons |

COMPANY NAME CDC Wickenburg Water, LLC

YEAR ENDING 12/31/2001

INCOME TAXES

For this reporting period, provide the following:

| | |
|---|----------|
| Federal Taxable Income Reported | <u>0</u> |
| Estimated or Actual Federal Tax Liability | <u>0</u> |
| State Taxable Income Reported | <u>0</u> |
| Estimated or Actual State Tax Liability | <u>0</u> |

Amount of Grossed-Up Contributions/Advances:

| | |
|---|----------|
| Amount of Contributions/Advances | <u>0</u> |
| Amount of Gross-Up Tax Collected | <u>0</u> |
| Total Grossed-Up Contributions/Advances | <u>0</u> |

Decision No. 55774 states, in part, that the utility will refund any excess gross-up funds collected at the close of the tax year when tax returns are completed. Pursuant to this Decision, if gross-up tax refunds are due to any Payer or if any gross-up tax refunds have already been made, attach the following information by Payer: name and amount of contribution/advance, the amount of gross-up tax collected, the amount of refund due to each Payer, and the date the Utility expects to make or has made the refund to the Payer.

CERTIFICATION

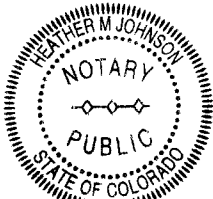
The undersigned hereby certifies that the Utility has refunded to Payers all gross-up tax refunds reported in the prior year's annual report. This certification is to be signed by the President or Chief Executive Officer, if a corporation; the managing general partner, if a partnership; the managing member, if a limited liability company or the sole proprietor, if a sole proprietorship.

D. E. Beauregard
SIGNATURE

4-12-02
DATE

DONALD E. BEAUREGARD
PRINTED NAME

CFO OF MANAGING PARTNER
TITLE



MY COMMISSION EXPIRES:
September 10, 2002

The foregoing instrument was acknowledged
before me in the County of Denver
State of Colorado, this 12
day of April, 2002
Heather M. Johnson
Notary Public State of Colorado

COMPANY NAME CDC Wickenburg Water, LLC YEAR ENDING 12/31/2001

**WATER AND SEWER
UTILITIES ONLY**

PROPERTY TAXES

Indicate the amount of actual property taxes paid during this reporting period (Calendar Year 2001)

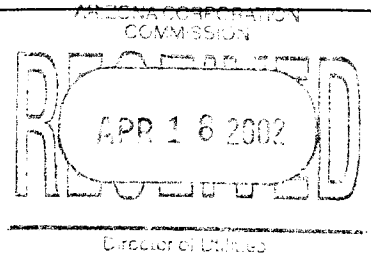
\$ 0

Attach to this annual report proof (e.g. property tax bills stamped "paid in full" or copies of cancelled Checks for property tax payments) of any and all property taxes paid during the calendar year.

If no property taxes paid, explain reasons below:

This reporting entity is not responsible for the payment of property
taxes pertaining to this property.

**VERIFICATION
AND
SWORN STATEMENT
Intrastate Revenues Only**



VERIFICATION

STATE OF _____

I, THE UNDERSIGNED

OF THE

| |
|---|
| COUNTY OF (COUNTY NAME) Yavapai |
| NAME (OWNER OR OFFICIAL) TITLE Donald E. Beauregard-CFO of Managing Partner |
| COMPANY NAME CDC Wickenburg Water, LLC |

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

| MONTH | DAY | YEAR |
|-------|-----|------|
| 12 | 31 | 2001 |

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

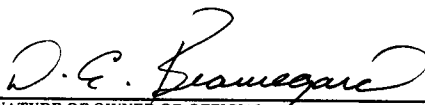
IN ACCORDANCE WITH THE REQUIREMENT OF TITLE 40, ARTICLE 8, SECTION 40-401, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS DURING CALENDAR YEAR 2001 WAS:

Arizona IntraState Gross Operating Revenues Only (\$)

\$ 0

(THE AMOUNT IN BOX ABOVE
INCLUDES \$ 0
IN SALES TAXES BILLED, OR COLLECTED

****REVENUE REPORTED ON THIS PAGE MUST INCLUDE SALES TAXES BILLED OR COLLECTED. IF FOR ANY OTHER REASON, THE REVENUE REPORTED ABOVE DOES NOT AGREE WITH TOTAL OPERATING REVENUES ELSEWHERE REPORTED, ATTACH THOSE STATEMENTS THAT RECONCILE THE DIFFERENCE. (EXPLAIN IN DETAIL)**


SIGNATURE OF OWNER OR OFFICIAL
303-370-0021
TELEPHONE NUMBER

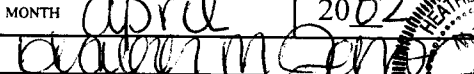
SUBSCRIBED AND SWORN TO BEFORE ME

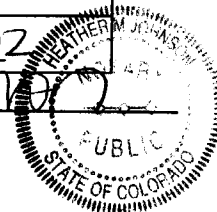
A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS 12 DAY OF

(SEAL)

MY COMMISSION EXPIRES 9/10/02

| | |
|--|---------------|
| COUNTY NAME | Denver |
| MONTH | April |
| YEAR | 2002 |
|  | |
| SIGNATURE OF NOTARY PUBLIC | |



**MY COMMISSION EXPIRES
September 10, 2002**

**VERIFICATION
AND
SWORN STATEMENT
RESIDENTIAL REVENUE
INTRASTATE REVENUES ONLY**

RECEIVED
APR 18 2002

Director of Utilities

VERIFICATION

STATE OF ARIZONA

I, THE UNDERSIGNED

OF THE

| | |
|--|----------------------------------|
| (COUNTY NAME) | |
| NAME (OWNER OR OFFICIAL) Donald E. Beauregard | TITLE CFO of Managing Partner |
| COMPANY NAME CDC Wickenburg Water, LLC | |

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

FOR THE YEAR ENDING

| | | |
|-------|-----|------|
| MONTH | DAY | YEAR |
| 12 | 31 | 2001 |

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENTS OF TITLE 40, ARTICLE 8, SECTION 40-401.01, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS RECEIVED FROM RESIDENTIAL CUSTOMERS DURING CALENDAR YEAR 2001 WAS:

| |
|---|
| ARIZONA INTRASTATE GROSS OPERATING REVENUES |
| \$ <u>0</u> |

(THE AMOUNT IN BOX AT LEFT
INCLUDES \$ 0
IN SALES TAXES BILLED, OR COLLECTED

*RESIDENTIAL REVENUE REPORTED ON THIS PAGE
MUST INCLUDE SALES TAXES BILLED.

X D. E. Beauregard
SIGNATURE OF OWNER OR OFFICIAL

SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS

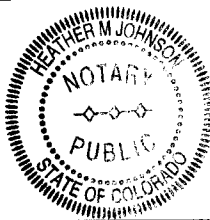
| |
|----|
| 12 |
|----|

DAY OF

| | |
|--|------|
| NOTARY PUBLIC NAME Heather M. Johnson | |
| COUNTY NAME Denver | |
| MONTH April | 2002 |

(SEAL)

MY COMMISSION EXPIRES



X Heather M. Johnson
SIGNATURE OF NOTARY PUBLIC

MY COMMISSION EXPIRES:
September 10, 2002